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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re: NATIONAL SECURITY AGENCY TELECOMMUNICATIONS RECORDS LITIGATION	MDL Dkt. No. 06-1791-VRW **DECLARATION OF THOMAS KOCH IN SUPPORT OF THE MOTION OF SPECIALLY APPEARING DEFENDANTS AT&T INC. AND BELLSOUTH CORPORATION TO DISMISS PLAINTIFFS' COMPLAINT FOR LACK OF PERSONAL JURISDICTION**
This Document Relates To: *McMurray v. Verizon Communications, Inc., et al.*, No. 09-cv-0131-VRW	Courtroom: 6, 17th Floor Judge: Hon. Vaughn R. Walker

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I, THOMAS KOCH, declare:

1. I am over the age of 21 and am fully competent to make this Declaration. I am a Controller in the Finance Department of AT&T Services, Inc. My job duties include serving as the Controller for AT&T Inc., Pacific Bell Telephone Company, Nevada Bell Telephone Company, and the Southern New England Telephone Company. I have been in that position since July 2005 and with the AT&T family of companies since 1996. As such, I am personally familiar with the corporate structure of AT&T Inc. and its subsidiary corporations.

2. I offer this Declaration in support of the Motion of Specially Appearing Defendants AT&T Inc. and BellSouth Corporation to Dismiss Plaintiffs' Complaint for Lack of Personal Jurisdiction. All of the statements in this Declaration are based upon my personal knowledge and review of corporate business records and, if called as a witness, I could and would competently testify thereto.

3. AT&T Inc. was incorporated in Delaware in October 1983 under the name Southwestern Bell Corporation. Since then it has changed its name twice. In 1995, it changed its name to SBC Communications Inc. In November 2005, SBC Communications Inc. acquired AT&T Corp., an unrelated company, which became a subsidiary of SBC Communications Inc. Shortly thereafter, SBC Communications Inc. changed its name to AT&T Inc. Throughout, AT&T Inc. has remained a Delaware corporation, with its principal place of business currently in Dallas, Texas.

4. AT&T Inc. is and always has been a holding company. It was created as one of seven regional holding companies that were divested on January 1, 1984 by the American Telephone and Telegraph Company as part of the settlement of *United States v. Western Electric Company, Inc.*, Civil Action No. 82-0192 (D.D.C.). As part of that divestiture, it received equity interests in the Southwestern Bell Telephone Company.

5. As a holding company, AT&T Inc. conducts no business directly with the public. AT&T Inc. does not own or maintain a telecommunications network, and AT&T

Inc. does not provide telecommunications services, Internet services, or services of any kind to the public. AT&T Inc. is a holding company owning stock in its subsidiaries, some of which offer telecommunications or Internet services, but AT&T Inc. itself does not own the switches, lines, and other equipment in the telecommunications networks.

6. AT&T Inc. is a legally and factually separate corporate entity, distinct from its subsidiaries. Each of AT&T Inc.'s subsidiaries maintains its own independent corporate, partnership, or limited liability company status, identity, and structure.

7. AT&T Inc. has officers and a board of directors, but AT&T Inc. has no employees in New York or elsewhere.

8. AT&T Inc. has no presence in New York. It has no office or mailing address in New York, and does not own, lease, manage, or maintain any real property, office, residence or place of business in New York. AT&T Inc. does not have an investor relations office in New York; that office is located in San Antonio, Texas.

9. AT&T Inc. is not an insurance company and does not insure any property or risk in New York or elsewhere.

10. AT&T Inc. does not pay income, property or franchise taxes to the State of New York.

11. AT&T Inc. is not registered, licensed or otherwise qualified to do business in New York and, therefore, has not appointed a registered agent for service of process in New York.

12. AT&T Inc. does not manufacture any product of any kind or provide any service of any nature that could find its way through the stream of commerce into New York. AT&T Inc. does not do business in New York.

13. The acronym "AT&T" is a brand often appearing next to a round blue-and-white logo. The name "AT&T" is sometimes followed by a state name as a "doing-business-as" name for certain companies in AT&T Inc.'s family of companies. The use of the corporate brand and logo is shared by multiple subsidiary companies offering different

products and services and serving different geographic territories. For example, today Pacific Bell Telephone Company in California does business as (d/b/a) "AT&T California." Similarly, Nevada Bell Telephone Company's d/b/a is "AT&T Nevada," Illinois Bell Telephone Company's d/b/a is "AT&T Illinois," and so on.

14. The AT&T brand and logo are owned and licensed by AT&T Intellectual Property, Inc. (f/k/a AT&T Knowledge Ventures, L.P.), a subsidiary of AT&T Inc. AT&T Intellectual Property, Inc. charges the applicable operating company a licensing fee for the "doing business as" use of the AT&T name and logo. Use of the AT&T brand, logo, trademarks, and service marks by a particular operating company does not signify that products or services are being offered or provided by AT&T Inc., a holding company, or the ultimate licensor, AT&T Intellectual Property, Inc.

15. The Internet website www.att.com is maintained and administered by AT&T Intellectual Property, Inc. and AT&T Services, Inc. The goods and services that are marketed on the www.att.com website are the goods and services of AT&T Inc.'s subsidiaries and business partners. AT&T Inc. does not offer goods and services to the public and, therefore, none of the goods or services offered on the www.att.com website is provided by AT&T Inc.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 16th day of March, 2009, at San Antonio, Texas.

/s/ Thomas Koch
Thomas Koch

DECLARATION PURSUANT TO GENERAL ORDER 45, § X.B

I, Marc H. Axelbaum, hereby declare pursuant to General Order 45, § X.B, that I have obtained the concurrence in the filing of this document from the signatory listed above.

I declare under penalty of perjury that the foregoing declaration is true and correct.

Executed on March 16, 2009, at San Francisco, California.

By: /s/ Marc H. Axelbaum
Marc H. Axelbaum

Attorney for Specially Appearing Defendants AT&T Inc. and BellSouth Corporation